

P17000010659

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

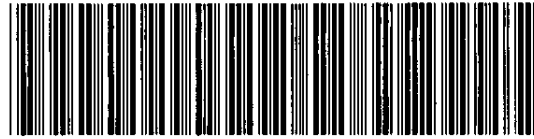
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



700294793037

FILED

2017 FEB -2 PM 2:46

SECRETARY OF STATE
TALLAHASSEE, FL 32310

RECEIVED
of the
17 FEB -2 AM 11:13

17 FEB -2 AM 11:13
Sufficiency of Filing

C. GOLDEN

FEB -2 2017

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 493580 4814293

AUTHORIZATION :

COST LIMIT : \$70.00

ORDER DATE : February 1, 2017

ORDER TIME : 1:29 PM

ORDER NO. : 493580-005

CUSTOMER NO: 4814293

DOMESTIC FILING

NAME: THE BEST MEDICINE FLORIDA INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Courtney Williams - EXT. 62935

EXAMINER'S INITIALS: _____

FILED
2017 FEB -2 PM 2:46
TALLAHASSEE FL 32301

ARTICLES OF INCORPORATION
OF
THE BEST MEDICINE FLORIDA, INC.

FILED
2017 FEB -2 PM 2:46
SECRETARY OF STATE
TALLAHASSEE, FL 32301

ARTICLE I

The name of the corporation is The Best Medicine Florida, Inc. (hereinafter referred to as the "Corporation") and the initial address of the Corporation shall be 1 Town Center Road, Suite 500, Boca Raton, FL 33486, with the privilege of having its offices and branch offices at other places within or without the State of Florida.

ARTICLE II

The address of the Corporation's registered office in the State of Florida is 1201 Hays Street, Tallahassee, FL 32301. The name of the Corporation's registered agent at such address is the Corporation Service Company.

ARTICLE III

The purposes for which the Corporation is formed are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act and to possess and exercise all of the powers and privileges granted by such law and any other law of the state of Florida.

ARTICLE IV

The aggregate number of shares of stock which the Corporation shall have authority to issue is one hundred (100) shares of common stock, each with a par value of one cent (\$0.01).

ARTICLE V

The Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation, and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE VI

The name and mailing address of the sole incorporator is Evan Konstantinou, 1095 Avenue of the Americas, New York, NY 10036.

ARTICLE VII

The number of directors of the Corporation shall be fixed in the manner set forth in the bylaws of the Corporation.

ARTICLE VIII

The board of directors of the Corporation is authorized to adopt, amend or repeal the bylaws of the Corporation, except as otherwise specifically provided therein.

ARTICLE IX

Elections of directors need not be by written ballot unless the bylaws of the Corporation shall so provide.

ARTICLE X

The Corporation reserves the right to amend any provision contained in these Articles of Incorporation as the same may from time to time be in effect upon the unanimous approval of the shareholders of the Corporation, and all rights conferred on shareholders or others hereunder are subject to such reservation.

ARTICLE XI

The directors of the Corporation shall be entitled to the benefits of all limitations on the liability of directors generally that are now or hereafter become available under the Florida Business Corporation Act. Any repeal or modification of this ARTICLE XI shall be prospective only, and shall not affect, to the detriment of any director, any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE XII

Section 1. Nature of Indemnity. Each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he or she (or a person of whom he or she is the legal representative), is or was a director or an officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, fiduciary, or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee, fiduciary or agent or in any other capacity while serving as a director, officer, employee, fiduciary or agent, shall be indemnified and held harmless by the Corporation to the fullest extent which it is empowered to do so by the Florida Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment) against all expense, liability and loss (including attorneys' fees actually and reasonably incurred by such person in connection with such proceeding) and such indemnification shall inure to the benefit of his or her heirs,

executors and administrators; *provided*, that, except as provided in Section 2 of this Article XII, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding initiated by such person only if such proceeding was authorized by the board of directors of the Corporation. The foregoing proviso shall not apply (i) to counterclaims or affirmative defenses asserted by a person seeking indemnification in an action brought against such person or (ii) to any proceeding brought by a person seeking indemnification or payment under any directors' and officers' liability insurance covering such person or seeking enforcement of such person's rights to indemnification under this Article XII. The right to indemnification conferred in this Article XII shall be a contract right and, subject to Sections 2 and 5 of this 0, shall include the right to payment by the Corporation of the expenses incurred in defending any such proceeding in advance of its final disposition. The Corporation may, by action of the board of directors, provide indemnification to other employees and agents of the Corporation with the same scope and effect as the foregoing indemnification of directors and officers.

Section 2. Procedure for Indemnification of Directors and Officers. Any indemnification of a director or officer of the Corporation under Section 1 of this Article XII or advance of expenses under Section 5 of this 0 shall be made promptly, and in any event within thirty (30) days, upon the written request of the director or officer. If a determination by the Corporation that the director or officer is entitled to indemnification pursuant to this 0 is required, and the Corporation fails to respond within sixty (60) days to a written request for indemnity, the Corporation shall be deemed to have approved the request. If the Corporation denies a written request for indemnification or advancing of expenses, in whole or in part, or if payment in full pursuant to such request is not made within thirty (30) days, the right to indemnification or advances as granted by this Article XII shall be enforceable by the director or officer in any court of competent jurisdiction. Such person's costs and expenses incurred in connection with successfully establishing his right to indemnification, in whole or in part, in any such action shall also be indemnified by the Corporation. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any, has been tendered to the Corporation) that the claimant has not met the standards of conduct which make it permissible under the Florida Business Corporation Act for the Corporation to indemnify the claimant for the amount claimed, but the burden of such defense shall be on the Corporation. Neither the failure of the Corporation (including the board of directors, independent legal counsel, or its stockholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the Florida Business Corporation Act, nor an actual determination by the Corporation (including its board of directors, independent legal counsel, or its stockholders) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

Section 3. Nonexclusivity of Article XII. The rights to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this 0 shall not be exclusive of any other rights which any person may have or hereafter acquire under any statute, provision of the certificate of incorporation, bylaws, agreement, vote of stockholders or disinterested directors or otherwise.

Section 4. Insurance. The Corporation may purchase and maintain insurance on its own behalf and on behalf of any person who is or was a director, officer, employee, fiduciary, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this 0.

Section 5. Expenses. Expenses incurred by any person described in Section 1 of this 0 in defending a proceeding shall be paid by the Corporation in advance of such proceeding's final disposition unless otherwise determined by the board of directors, conditioned upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Corporation. Such expenses incurred by other employees and agents may be so paid upon such terms and conditions, if any, as the board of directors deems appropriate.

Section 6. Employees and Agents. Persons who are not covered by the foregoing provisions of this Article XII and who are or were employees or agents of the Corporation, or who are or were serving at the request of the Corporation as employees or agents of another corporation, partnership, joint venture, trust or other enterprise, may be indemnified to the extent authorized at any time or from time to time by the board of directors.

Section 7. Survival of Rights. The indemnification and advancement of expenses provided by, or granted pursuant to this Article XII shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 8. Contract Rights. The provisions of this Article XII shall be deemed to be a contract right between the Corporation and each director or officer who serves in any such capacity at any time while this Article XII and the relevant provisions of the Florida Business Corporation Act or other applicable law are in effect, and any repeal or modification of this 0 or any such law shall not affect any rights or obligations then existing with respect to any state of facts or proceeding then existing.

Section 9. Merger or Consolidation. For purposes of this 0, references to "the Corporation" shall include, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors, officers, and employees or agents, so that any person who is or was a director, officer, employee or agent of such constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under this Article XI with respect to the resulting or surviving corporation as he or she would have with respect to such constituent corporation if its separate existence had continued.

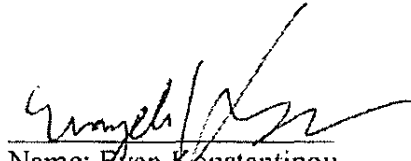
ARTICLE XIII

No contract or other transaction between the Corporation and any other corporation, and no act of the Corporation, shall in any way be affected or invalidated by the fact that any of the directors of the Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the board of directors of the Corporation or a majority thereof, and any director of this Corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the board of directors of the Corporation at which such contract or transaction shall be authorized, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE XIV

The private property of the shareholders shall not be subject to payment of the corporate debts to any extent.

Dated February 1, 2017


Name: Eyan Konstantinou
Title: Incorporator

RE: The Best Medicine Florida, inc.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

Corporation Service Company

By:



Gary Sherman, Assistant Secretary

FILED
2017 FEB -2 PM 2:46
SECRETARY
TALLAHASSEE, FLORIDA